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Herbert F. Storch, Esq.

November 2, 1998

The Florida Department of State  
Division of Corporations  
Post Office Box 6727  
Tallahassee, Florida 32314

RE: HEAVENLY TAN, INC.  
P98000050358

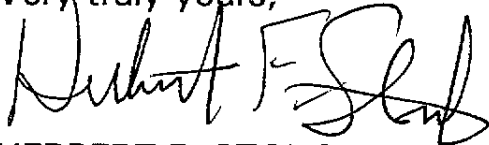
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen/Madams:

Enclosed find Articles of Amendment to the Articles of Incorporation of HEAVENLY TAN, INC., changing it's name to HOLLYWOOD SUNGLASSES, INC. along with my check for \$35.

Would you kindly forward to me acknowledgement that this change is now accepted by the Division of Corporations. Thank you.

Very truly yours,



HERBERT F. STORCH

HFS:gh

Enclosures

(art-amd-art-inc)

(check-\$35)

(stmp-rtn-env)

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TALLAHASSEE, FLORIDA

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## ARTICLES OF AMENDMENT

### ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF HEAVENLY TAN, INC.

To: Department of State  
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.187 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is HEAVENLY TAN, INC.
2. The following amendments of the articles of incorporation were adopted by the shareholders and directors of the corporation on October 30, 1998, in the manner prescribed by the Florida General Corporation Act: the name of the corporation is hereby amended to be HOLLYWOOD SUNGLASSES, INC.
3. The number of shares of the corporation outstanding at the time of such adoption was one hundred (100); and the number of shares entitled to vote thereon was one hundred (100).
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
A	100

5. The number of shares voted for such amendment was one hundred (100); and the number of shares voted against such amendment was zero (0).

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TALLAHASSEE, FLORIDA

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

Class	Number of Shares Voted	
	For	Against
A	100	0

Dated Oct. 30, 1998.

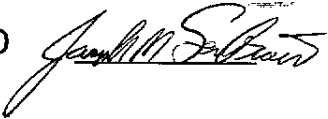
HEAVENLY TAN, INC.

By Joseph M. Soubiran  
PRESIDENT

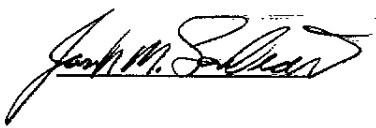
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TALLAHASSEE, FLORIDA

**SHAREHOLDERS' WRITTEN CONSENT TO AMENDMENT OF ARTICLES  
OF INCORPORATION of HEAVENLY TAN, INC.**

The undersigned, being all of the directors and all of the shareholders of HEAVENLY TAN, INC. entitled to vote with respect thereto, and in the case of the shareholders, being each the holder of the number and class of shares set forth opposite his or her name below, hereby consent to, authorize, and adopt the following amendment to the articles of incorporation: the name of the corporation is hereby amended to be HOLLYWOOD SUNGLASSES, INC.

Name of Stockholder	Signature	Number and Class of Shares Held	Date of Signature
JOSEPH SANGIACOMO		100	<u>OCT. 30, 1998</u>

Name of Director	Signature	Date of Signature
JOSEPH SANGIACOMO		<u>OCT. 30, 1998</u>

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